

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW HAMPSHIRE**

**IN RE TYCO INTERNATIONAL, LTD.
SECURITIES, DERIVATIVE AND
“ERISA” LITIGATION**

THIS DOCUMENT RELATES TO THE
FOLLOWING ACTIONS:

MDL Docket No. 02-MD-1335-PB

Teacher Retirement System of Texas, et al.,

Plaintiffs,

v.

Tyco Int’l Ltd., et al.

Defendants.

Civil Action No. 08-CV-01336-PB

**AGREED ORDER AND FINAL JUDGMENT OF DISMISSAL
AGAINST DEFENDANT FRANK E. WALSH, JR. AND BAR ORDER**

Plaintiffs Teacher Retirement System of Texas, Fred Alger Management, Inc., CastleRock Fund, Ltd., CastleRock Partners L.P., CastleRock Partners II L.P., CastleRock Asset Management Personal Accounts, Atticus Global Advisors, Ltd., Atticus International Fund, Ltd., Half Moon Capital Partners, L.P., NR Securities Limited (f/k/a Dred, Ltd.), National Bank of Canada, Omega Capital Partners, L.P., Omega Overseas Partners, Ltd., Omega Capital Investors, L.P., Omega Equity Investors, L.P., Omega Equity Overseas, Ltd., Omega Institutional Partners, L.P., Omega Institutional Partners II, L.P., Beta Equities, Inc., Goldman Sachs Profit Sharing Master Trust, The Ministers and Missionaries Benefit Board of American Baptist Churches and Permal LGC Ltd., Watchung Road Associates, L.P., Mr. Leon G. Cooperman, Mrs. Toby Cooperman, Michael Scott Cooperman, Commonfund Asset Management Company, Inc. and Munder Large-Cap Value Fund (“Plaintiffs”) and Defendant Frank E. Walsh, Jr. (“Walsh”) (each

of them a “Settling Party” and collectively, the “Settling Parties”), having represented to the Court that they have entered into a settlement agreement that resolves all issues between and among them in the Complaint, and for good cause shown, the Court ORDERS:

1. Pursuant to Section 21D(f)(7)(A) of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4(f)(7)(A): (a) defendants L. Dennis Kozlowski and Mark H. Swartz (collectively, the “Non-Settling Defendants”), and Tyco International Ltd., Covidien Ltd., and Tyco Electronics Ltd. (the “Previously-Settled Defendants,” together with the Non-Settling Defendants the “Non-Released Parties”), and each of them, are hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution against any Settling Party based upon, relating to, or arising out of the subject matter, allegations, transactions, facts, matters, occurrences, representations or omissions alleged, involved, set forth or referred to in the Complaint in this suit; and (b) except as provided in paragraph 6 of the accompanying Settlement Agreement and Release, each Settling Party is hereby permanently barred, enjoined, and restrained from commencing, prosecuting, or asserting any claim for or otherwise seeking contribution for any amount paid in connection with this action against any other person based upon, relating to, or arising out of the subject matter, allegations, transactions, facts, matters, occurrences, representations or omissions alleged, involved, set forth or referred to in the Complaint in the suit.

2. Because there is no just reason for delaying the entry of a final judgment with respect to the claims asserted by Plaintiffs against Walsh, all claims asserted by Plaintiffs against Walsh in the Complaint are DISMISSED WITH PREJUDICE pursuant to Federal Rule of Civil Procedure 54(b). This action is not dismissed with respect to any claims against the Non-Settling Defendants.

3. The Clerk is directed to enter this Agreed Order and Final Judgment of Dismissal against Defendant Frank E. Walsh, Jr. and Bar Order as a final judgment and send a copy of same to all counsel of record.

IT IS SO ORDERED.

Dated: 01/06/2010

/s/ Paul Barbadoro
The Hon. Paul Barbadoro
United States District Judge

We ask for this:

/s/Blair A. Nicholas, Esq. for
Laurence Greenwald, Esq.
Michele L. Pahmer, Esq.
STROOCK STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

Counsel for Defendant Frank E. Walsh, Jr.

/s/ Blair A. Nicholas, Esq.
Blair A. Nicholas, Esq.
Jon F. Worm, Esq.
BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
12481 High Bluff Drive, Suite 300
San Diego, California 92130
Tel: (858) 793-0070
Fax: (858) 793-0323

Counsel for Plaintiffs

cc: Counsel of Record